

L12000084034

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SEP 17 2013
D. BRUCE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Portofino Capital Investment, LLC
(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sidney Menezes, Esq.

(Name of Person)

Choi & Menezes, LLP

(Firm/Company)

1925 Brickell Avenue Suite D-205

(Address)

Miami, FL 33129

(City/State and Zip Code)

For further information concerning this matter, please call:

Sidney Menezes

(Name of Person)

305

856-7338

at (

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

p \$25.00 Filing Fee

p \$30.00 Filing Fee &
Certificate of Status

p \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

p \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is

Portofino Capital Investment, LLC

2. The Articles of Organization were filed on June 26, 2012 and assigned document number L12000084034

3. The date the dissolution was approved: August 30, 2013

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy 608.441 on back cover letter)

The Members and Managers of the Company consented the dissolution of the Company in accordance with Section 331 of the Internal Revenue Service Code of 1986.

5. CHECK ONE:

- ☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.
-OR-
☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.441

6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

7. CHECK ONE:

- ☒ There are no suits pending against the company in any court.
-OR-
☐ Adequate provision has been made for the satisfaction of any judgment, order or decree which has been entered against it in any pending suit.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

Signature

Printed Name

Milton Spessoto

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WRITTEN CONSENT BY THE
MEMBERS AND MANAGERS
OF
PORTOFINO CAPITAL INVESTMENT, LLC.
IN LIEU OF SPECIAL MEETING

The undersigned, being the Members and Managers of **PORTOFINO CAPITAL INVESTMENT LLC.**, a limited liability company organized and existing under the laws of the State of Florida ("Company"), do hereby agree, consent to, adopt and order the following corporate action effective as of the date of August 30, 2013.

RESOLVED, that the Members and Managers of the Company hereby consent to the dissolution and liquidation of the Company in accordance with Section 331 of the Internal Revenue Service Code of 1986, as amended; and

RESOLVED, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted, and that Portofino Capital USA, LLC, as Manager of the Company is authorized and directed to cause to be filed with the Florida Department of State said Articles of Dissolution; and

RESOLVED, that the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its Members in accordance with his, her or its respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

RESOLVED, that Portofino Capital USA, LLC as Manager of the Company be, and hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that Portofino Capital USA, LLC as Manager of the Company is hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Company in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the officers of the Company in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Company.

Dated this day of August, 2013.

Members:

Milton Spessato

Managers:

Portofino Capital USA, LLC.

By: Milton Spessato
Its Manager

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